



BYLAWS OF
NORTH DODGE NEIGHBORHOOD ASSOCIATION

ADOPTED JANUARY 1995
AMENDED NOVEMBER 1, 2000
AMENDED MAY 6, 2006

ARTICLE I. Name and Boundaries

The name of the organization shall be the NORTH DODGE NEIGHBORHOOD ASSOCIATION (NDNA). It shall encompass the area bounded on the south by GRANT ROAD, on the east by ALVERNON, on the north by FT. LOWELL, and on the west by COUNTRY CLUB.

ARTICLE II. Purposes and Objectives

Section 1. Purpose

The purpose of this organization is to provide information and open channels of communication for the membership of the North Dodge Neighborhood Association in order to promote the highest possible quality of life in this and other Tucson area neighborhoods.

Section 2. Objectives

- A. To ensure that the neighborhood is a safe and desirable place to live, work, walk, bicycle and drive.
- B. To provide a vehicle for neighborhood planning to enhance the safety and quality of life within the neighborhood.
- C. To oppose the encroachment of high-rise developments, commercial intrusion and developments to streets which would measurably increase traffic and pedestrian hazards throughout the residential interior of the neighborhood.
- D. To promote improvement in the safety and quality of life in the NDNA neighborhood through such means as the development of infrastructure

(e.g. sidewalks and streetlights), traffic mitigation efforts, graffiti abatement and regular neighborhood cleanups.

- E. To develop an informed membership and promote communication among members of the North Dodge Neighborhood Association through regular meetings, participation in neighborhood improvement projects and by hosting informational presentations by City, County and other presenters with information of relevance to the neighborhood and the goals of the NDNA.

ARTICLE III. MEMBERSHIP

Section 1. Members

- A. The membership of this association shall be residents, property owners or businesses within the neighborhood. Associate membership is open to others who support the work of the Association.
- B. Membership shall not be denied on the basis of views or opinions contrary to the goals and purposes of the association or payment of dues.

Section 2. Voting Members

- A. A Full Voting Member shall be any adult (18 years of age or older) member of a household or a business owner within the boundaries of the neighborhood. A Full Voting Member must be current on dues, if any dues are charged.
- B. The Full Voting Members will determine dues for Full Voting Members, if any. If dues are charged, dues must be current at least 30 days prior to any meeting at which a vote is called for in order for a member to be entitled to a vote.

ARTICLE IV. OFFICERS AND OTHER MEMBERS OF THE BOARD

The Board consists of the Officers (President, Vice President, Secretary and Treasurer) and up to one additional Member of the Board.

Section 1. President

The President shall call and preside at all meetings, set meeting agendas, shall appoint any special committees necessary for the operation of association business and shall act as official spokesperson for the association with the Ward III office, City and County representatives and others.

Section 2. Vice President

If the President is unavailable or unable to perform the duties of the office, the Vice President will assume the responsibilities of the President and shall be responsible for publicity and notification of meetings of the association.

Section 3. Secretary

The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy.

Section 4. Treasurer

The Treasurer shall keep all financial receipts and a permanent record of all financial business of the association. An up-to-date financial report shall be submitted at each meeting. The Treasurer shall be responsible for membership records if any dues are required for Full Voting Membership in the NDNA.

Section 5. Board Members

In addition to the Officers, there may be one additional Board Member. The Board will determine the title and duties of this Board Member.

The Board is responsible for approving expenditure of funds; approving meeting agendas set by the President and may act on Association business in between scheduled meetings of the NDNA. The Board provides direction in policy and long term goal planning. The Board will review proposed Bylaws amendments annually.

ARTICLE V. ELECTIONS OF BOARD MEMBERS AND BOARD OFFICERS

Section 1. Nominations

Any full Voting Member of the North Dodge Neighborhood Association (NDNA) may be elected to the Board or to an office on the Board. The nominations committee will accept nominations of Board Members no less than 30 days prior to the Bi-Annual meeting where elections will be held. Nominations must be turned in to the Ward III office. The nominations committee will present the list of nominees to the Board for inclusion in the Bi-Annual meeting elections process.

Section 2. Elections

Election of Board Members and Officers will take place at the NDNA Bi-Annual meeting. Full Voting Members are eligible to vote.

Section 3. Installation and Term of Office

- A. Newly elected officers terms begin at the close of the Annual Meeting. All documents, records, and any materials pertaining to the duties of the office in the possession of the outgoing officers shall be submitted to the newly elected counterpart within 7 30 days of the Annual meeting.
- B. The officers of this association shall hold office for a term of two years or until their successors are elected. The term of office shall begin at the close of the Bi-Annual meeting where they were elected. A Board Member may be re-elected for consecutive terms.

ARTICLE VI. RESIGNATION, REMOVAL OF BOARD MEMBERS

Section 1. Resignation of Board Members

Any Board Member may resign from the Board at any time by giving written notice to the President.

Section 2. Vacancies on the Board

Any vacancies occurring on the Board will be filled by appointment of the Board.

Section 3. Removal of Board Members

- A. The Board may, by majority vote, decide to remove any Board Member when that member has missed three meetings or has exhibited behavior inconsistent with the Association's purpose or the relevant rules and laws which govern its actions. In such case, the Board may direct the President to send a written notice of removal.
- B. Any officer may be removed from office for cause by a majority vote of two-thirds of the Full Voting Members.

ARTICLE VII. TEAMS

- A. The Board shall have the power to appoint Ad-Hoc Committees/Teams to conduct work that is limited in scope and duration or to create Standing Committees/ Teams as necessary. The Committees/Teams may be chaired by any Voting Member of the Association appointed by the President and will report on their activities to the Board through written minutes of committee meetings.
- B. The President will be a member of all Teams.

ARTICLE VIII. MEETINGS

There will be an annual meeting during the month of January at a time and place designated by the President, and the President may call such other meetings as deemed necessary to conduct the business of the association.

- A. The President may call a special meeting at any time or a special meeting may be petitioned by a majority vote of the Full Voting Members.
- B. The Full Voting Members present shall constitute a quorum. There will be no proxy voting. Members must be present to vote.
- C. A majority vote is defined as half of the Full Voting Members present plus one, unless otherwise specified in these Bylaws.
- D. At least a 7-day notice shall be provided in advance of any association meeting. Every effort will be made to notify all interested parties and members of the Association of upcoming meetings by such means as direct

mailing, pamphlets, newsletters, the daily newspaper or announcements at regularly scheduled meetings.

- E. All meetings will follow an agenda, which has been set in advance of the meeting by the President, with the approval of the Board.
- F. All meetings shall be open to any interested persons. Persons attending NDNA meetings shall observe rules of propriety, decorum and good conduct, and refrain from impertinent or slanderous remarks. Violation of this rule shall result in such person(s) being barred from further audience before the Association.

ARTICLE IX. FISCAL RESPONSIBILITY

- A. Expenditure of funds of the association may not be made without the approval of a majority of the Board Members.
- B. Association Members may be reimbursed for actual and necessary expenses incurred in the performance of official duties.
- C. Financial records and funds of the association may be reviewed at least once a year by a committee of at least two Full Voting Members of the Neighborhood Advocates appointed by the President/Chairperson and prior to a new Treasurer taking office.

ARTICLE X. LIABILITY AND INDEMNIFICATION

Section 1. Liability

No officer, representative, spokesperson or member shall have any financial liability for the association.

Section 2. Indemnification

The Association may indemnify, in accordance with and to the full extent permitted by Arizona law, any person who at any time is or was a Board Member of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise which is related to or acts in furtherance of the Association's stated mission, if that person acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in the best interest of the Commission, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The foregoing indemnification may be entitled under any by-law, agreement, and vote of disinterested Board Members or otherwise.

If authorized by a majority vote of the Association, the NDNA may purchase and maintain insurance on behalf of any person who is or was serving as a Board Member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise which is related to or acts in furtherance of the Association's stated mission, to the full extent permitted by Arizona law.

ARTICLE XI. AMENDMENT OF BYLAWS

- A. Any Full Voting Member may propose an amendment to these Bylaws by written submission to the Board at least two (2) months in advance of the NDNA Annual meeting.
- B. The Board shall review the Bylaws and any proposed amendments to the Bylaws annually and make recommendations for appropriate changes for consideration at the Annual meeting of NDNA. A draft of proposed revisions will be submitted to the Ward III office for Member review at least two weeks prior to the Annual meeting.
- C. Notice of the meeting where Proposed amendments to the Bylaws will be voted on will be sent to all members at least 7 working days in advance of the meeting where action is to be taken. A copy of the proposed amendments to the Bylaws will be maintained at the Ward III office for NDNA members' review.
- D. To be adopted, proposed amendments to the Bylaws must receive a two-thirds majority vote of the NDNA Full Voting Members in attendance at the Annual meeting.

ARTICLE XII. DISSOLUTION OF ASSOCIATION

This association may be dissolved by a super majority of two-thirds of the Full Voting Members present at a meeting called for that purpose. Any assets of the Association may be transferred to a successor organization or such other non-profit organization as designated by the Full Voting Members at the time of dissolution.

ARTICLE XIII. GENERAL

- A. The rules in the current edition of Robert's Rules of Order shall govern the association, the Board of Directors and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the association may adopt.
- B. If any part of the Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

